

Robert J. Berens (AZ Bar No. 012056/ CA Bar No. 141647)
Marilyn Klinger (CA Bar No. 83508)

SMTD LAW LLP

355 S. Grand Avenue, Suite 2450

Los Angeles, CA 90071

Telephone: (213) 943-1425

Facsimile: (213) 943-1301

mklinger@smtlaw.com

rberens@smtlaw.com

Attorneys for XL Specialty Insurance Company

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric
Company

☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM)*

Chapter 11

Case No.: 19-30088

(Lead Case)

(Jointly Administered)

**XL SPECIALTY INSURANCE
COMPANY'S JOINDER WITH: (A)
LIMITED OBJECTION OF THE
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO PLAN
CONFIRMATION [DKT. 7300]; AND
(B) SOUTH SAN JOAQUIN
IRRIGATION DISTRICT'S (A)
OBJECTION TO DEBTORS' AND
SHAREHOLDER PROPONENTS'
JOINT CHAPTER 11 PLAN OF
REORGANIZATION DATED MARCH
16, 2020 AS AMENDED AND (B)
OBJECTION TO CURE AMOUNTS
AND OTHER MATTERS PERTAINING
TO ASSUMPTION PURSUANT TO
SECTION 365(B)(1) OF THE
BANKRUPTCY [DKT. 7037]**

Date: May 27, 2020

Time: 10:00 a.m. (PST)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102
Judge: The Hon. Dennis Montali

XL Specialty Insurance Company ("XL Specialty"), by and through its undersigned counsel, hereby joins with the arguments made in: (1) the Limited Objection of the Official Committee of Unsecured Creditors to Plan Confirmation [Dkt. 7300] (the "UCC Limited Objection") as concerns: (a) Section 10.3 in the Plan,¹ (b) Paragraph 13 in the Plan Supplement and (c) other arguments made as concerns General Unsecured Claims (Classes 4A and 4B, which XL Specialty is so classified); and (2) South San Joaquin Irrigation District's (A) Objection to Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020 As Amended and (B) Objection to Cure Amounts and Other Matters Pertaining to Assumption Pursuant to Section 365(b)(1) of the Bankruptcy Code [Dkt. 7265] (the "Irrigation District's Objection") as concerns General Unsecured Creditors and the standards concerning assumption of executory contracts, which were listed in Section II(C) (list of "Objectionable Plan Provisions") and discussed in Section IV therein.

/ / /

/ / /

/ / /

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the UCC Limited Objection and in XL Specialty's Objection to: (A) Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020; and (B) Schedule of Executory Contracts to be Assumed Pursuant to the Plan and Proposed Cure Amounts [Dkt. 7193], which is incorporated herein by this reference.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

CONCLUSION

WHEREFORE, XL Specialty respectfully requests entry of an order granting: (i) this Joinder; and (ii) such other and further relief as is just and proper.

Executed this 18th day of May, 2020.

SMTD Law LLP

By /s/Robert J. Berens
Robert J. Berens
Marilyn Klinger
355 S. Grand Avenue, Suite 2450
Los Angeles, CA 90071

Attorneys for XL Specialty Ins. Co.

Robert J. Berens (CA Bar No. 141647)
Marilyn Klinger (CA Bar No. 83508)
SMTD LAW LLP
355 S. Grand Avenue, Suite 2450
Los Angeles, CA 90071
Telephone: (213) 943-1425
Facsimile: (213) 943-1301
mklinger@smtdlaw.com
rberens@smtdlaw.com

Attorneys for XL Specialty Insurance Company

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM)*

Chapter 11

Case No.: 19-30088
(Lead Case)
(Jointly Administered)

CERTIFICATE OF SERVICE

Date: May 27, 2020
Time: 10:00 a.m. (PST)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102
Judge: The Hon. Dennis Montali

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. My business address is: SMTD Law LLP, 17901 Von Karman Avenue, Suite 500, Irvine, California 92614. On May 18, 2020, I served the within document, ***XL SPECIALTY INSURANCE COMPANY'S JOINDER WITH: (A) LIMITED OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PLAN CONFIRMATION [DKT. 7300]; AND (B) SOUTH SAN JOAQUIN IRRIGATION DISTRICT'S (A) OBJECTION TO DEBTORS' AND SHAREHOLDER PROPONENTS' JOINT CHAPTER 11 PLAN OF REORGANIZATION DATED MARCH 16, 2020 AS AMENDED AND (B) OBJECTION TO CURE AMOUNTS AND OTHER MATTERS PERTAINING TO ASSUMPTION PURSUANT TO SECTION 365(B)(1) OF THE BANKRUPTCY [DKT. 7037]***, on the interested party(s), listed below, follows:

- 1
- 2 ☐ **FACSIMILE.** By transmitting via facsimile the document(s) listed above to the
- 3 fax number(s) set forth on the attached Telecommunications Cover Page(s) on this
- 4 date before 5:00 p.m.
- 5 ☒ **U.S. MAIL.** By placing the document(s) listed above in a sealed envelope with
- 6 postage thereon fully prepaid, in the United States mail at Irvine, California
- 7 addressed as set forth below in Exhibit "A". I am readily familiar with the firm's
- 8 practice of collection and processing correspondence for mailing. Under that
- 9 practice it would be deposited with the U.S. Postal Service on that same day with
- 10 postage thereon fully prepaid in the ordinary course of business. I am aware that
- 11 on motion of the party served, service is presumed invalid if postal cancellation
- 12 date or postage meter date is more than one day after date of deposit for mailing in
- 13 affidavit.
- 14 ☐ **PERSONAL SERVICE.** By causing document(s) listed above to be personally
- 15 delivered the person(s) at the address(es) set forth below.
- 16 ☐ **OVERNIGHT COURIER.** By placing the document(s) listed above in a sealed
- 17 envelope with shipping prepaid, and depositing in a collection box for next day
- 18 delivery to the person(s) at the address(es) set forth below.
- 19 ☒ **ELECTRONIC.** By electronically transmitting the document(s) listed above to
- 20 the electronic notification address(es) of the addressee(s) listed below in Exhibit
- 21 "A".

22 I declare under penalty of perjury under the laws of the State of California that the above

23 is true and correct. Executed on **May 18, 2020**, at Irvine, California.

24 /s/Rachel Brown

25 Rachel Brown

Exhibit "A"

COUNSEL	SERVED ON
The Debtors c/o PG&E Corporation and Pacific Gas and Electric Company	77 Beale Street P.O. Box 770000 San Francisco, CA 94105 Attn: Janet Loduca, Esq. (Via Hand-Delivery)
Stephen Karotkin Jessica Liou Matthew Goren Weil, Gotshal & Manges LLP Counsel for <i>Debtors</i>	stephen.karotkin@weil.com; jessica.liou@weil.com; matthew.goren@weil.com; 767 Fifth Avenue, New York, New York 10153 650 California Street, Suite 1900 San Francisco, CA 94108 (Via Hand-Delivery & E-Mail)
Paul H. Zumbro Kevin J. Orsini George E. Zobitz Stephen M. Kessing Nicholas A. Dorsey Omid H. Nasab Cravath, Swaine & Moore LLP Special Counsel to <i>Debtors</i>	pzumbro@cravath.com; korsini@cravath.com; jzobitz@cravath.com; skessing@cravath.com; ndorsey@cravath.com; onasab@cravath.com;
Peter J. Benvenutti Tobias Keller Jane Kim Keller Benvenutti Kim LLP Counsel to <i>Debtors</i>	pbenvenutti@kbkll.com tkeller@kbkllp.com; jkim@kbkllp.com; (agreed to electronic service)
James L. Snyder Timothy Laffredi Marta E. Villacorta Office of the United States Trustee	james.l.snyder@usdoj.gov; timothy.s.laffredi@usdoj.gov; marta.villacorta@usdoj.gov;
Joel S. Miliband David J. Molton Brown Rudnick LLP Attorneys for <i>Trustee and Claims Administrator</i>	JMiliband@brownrudnick.com; DMolton@brownrudnick.com;

COUNSEL	SERVED ON
Anita Ghosh Naber U.S. Nuclear Regulatory Commission	Anita.ghoshnaber@nrc.gov
Kristopher M. Hansen Erez E. Gilad Matthew G. Garofalo Frank A. Merola Stroock & Stroock & Lavan LLP Counsel for the <i>Administrative Agent Under the Debtors' Debtor-in-Possession Financing Facility</i>	khansen@stroock.com; egilad@stroock.com; mgarofalo@stroock.com; fmerola@stroock.com;
Eli J. Vonnegut David Schiff Timothy Graulich Davis Polk & Wardwell LLP Counsel for the <i>Collateral Agent Under the Debtors' Debtor-in Possession Financing Facility</i>	eli.vonnegut@davispolk.com; david.schiff@davispolk.com; timothy.graulich@davispolk.com;
Alan W. Kornberg Brian S. Hermann Walter R. Rieman Sean A. Mitchell Neal P. Donnelly Paul, Weiss, Rifkind, Wharton & Garrison LLP Counsel for the <i>California Public Utilities Commission</i>	akornberg@paulweiss.com; bhermann@paulweiss.com; wrieman@paulweiss.com; smitchell@paulweiss.com; ndonnelly@paulweiss.com;
Dennis F. Dunne Samuel A. Khalil Gregory A. Bray Thomas R. Kreller Alan J. Stone Samir Vora Milbank LLP Counsel for the <i>Official Committee of Unsecured Creditors</i>	ddunne@milbank.com; skhalil@milbank.com; gbray@milbank.com; tkreller@milbank.com; astone@milbank.com; svora@milbank.com;

COUNSEL	SERVED ON
Robert A. Julian Cecily A. Dumas Eric E. Sagerman David J. Richardson Lauren T. Attard Baker & Hostetler LLP Counsel for <i>Official Committee of Tort Claimants</i>	rjulian@bakerlaw.com; cdumas@bakerlaw.com; esagerman@bakerlaw.com; drichardson@bakerlaw.com; lattard@bakerlaw.com;
Matthew A. Feldman Joseph G. Minias Benjamin P. McCallen Daniel I. Forman Willkie Farr & Gallagher LLP Counsel for the <i>Ad Hoc Group of Subrogation Claimholders</i>	mfeldman@willkie.com; jminias@willkie.com; bmccallen@willkie.com; dforman@willkie.com;
Kathryn S. Diemer Diemer & Wei, LLP Counsel for the <i>Ad Hoc Group of Subrogation Claimholders</i>	kdiemer@diemerwei.com;
Bruce S. Bennett Joshua M. Mester James O. Johnston Jones Day Counsel for the <i>Shareholder Proponents</i>	bbennett@jonesday.com; jmester@jonesday.com; jjohnston@jonesday.com; 555 South Flower Street, Fifteenth Floor Los Angeles, California 90071-2300 (Via Hand-Delivery & E-Mail)
Michael S. Stamer Ira S. Dizengoff David H. Botter Abid Qureshi Ashley Vinson Crawford Akin Gump Strauss Hauer & Feld LLP Counsel for the <i>Ad Hoc Committee of Senior Unsecured Noteholders</i>	mstamer@akingump.com; idizengoff@akingump.com; dbotter@akingump.com; aquireshi@akingump.com; avcrawford@akingump.com;

COUNSEL	SERVED ON
Matthew J. Troy Danielle A. Pham U.S. Department of Justice	Matthew.Troy@usdoj.gov; danielle.pham@usdoj.gov;
Paul Pascuzzi Felderstein Fitzgerald Willoughby Pascuzzi & Rios LLP Counsel for the <i>Office of the California Attorney General</i>	ppascuzzi@ffwplaw.com;
Xavier Becerra, Attorney General of California Margarita Padilla Danette Valdez Counsel for the <i>Office of the California Attorney General</i>	Margarita.Padilla@doj.ca.gov; Danette.Valdez@doj.ca.gov;
Benjamin Mintz Brian J. Lohan Arnold Porter Kaye Scholer LLP Counsel for <i>AT&T Corporation</i>	Benjamin.Mintz@arnoldporter.com; Brian.Lohan@arnoldporter.com;
David E. Weiss Peter Munoz Reed Smith LLP Counsel for <i>Certain Fire Victim Creditors</i>	DWeiss@ReedSmith.com; PMunoz@ReedSmith.com;
Craig Goldblatt Lauren Lifland Allyson Pierce Wilmer Cutler Pickering Hale and Dorr LLP Counsel for <i>COMCAST</i>	craig.goldblatt@wilmerhale.com; lauren.lifland@wilmerhale.com allyson.pierce@wilmerhale.com

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

COUNSEL	SERVED ON
REBECCA J. WINTHROP ROBIN D. BALL NORTON ROSE FULBRIGHT US LLP Counsel for <i>Adventist Health</i>	rebecca.winthrop@nortonrosefulbright.com robin.ball@nortonrosefulbright.com
BRIAN J. LOHAN BENJAMIN MINTZ ARNOLD & PORTER KAYE SCHOLER LLP Counsel for <i>AT&T</i>	brian.lohan@arnoldporter.com benjamin.mintz@arnoldporter.com